

PROXY FORM FOR PARTECIPATION IN THE SHAREHOLDERS' MEETING

Banca Farmafactoring S.p.A. - 28 March 2019, Ordinary and Extraordinary Shareholders' Meeting, on single call

With this form¹, the undersigned (*appointing party*):

Surname and name² _____
tax code _____
born in _____ (_____), on _____
resident in _____ (_____) (city),
_____(address),
tel. _____, e-mail _____
valid identity document (*annex copy*) _____
no. _____

in his/her capacity as

(*check whichever box applies*):

- shareholder;
- subject with the right of vote in its capacity as:
- pledgee usufructuary custodian
 manager bearer other (*specify*) _____;
- legal representative or party vested with appropriate powers of representation of (*attach a copy of the documentation proving the representation powers*) representing the company (*name of the legal entity owner of the right to vote*³) _____
with registered office at _____
(_____) (city), _____ in
_____(address), Tax
code/VAT registration number _____
registered in the Register of Company of _____ under
number _____, with the right of vote in its capacity as shareholder
 other _____⁴,

APPOINT

Mr/Mrs (*delegated subject*):

Surname and name _____
tax code _____
born in _____ (_____), on _____

¹ Any person entitled to attend the Shareholders' Meeting may appoint a representative by written proxy under the applicable laws, by signing this proxy form.

² Enter first name and surname of the appointing party (as it appears in the copy of the notice for participation in the meeting as per Art. 83-*sexies* of the Legislative Decree No. 58/1998) or of the appointing party's legal representative.

³ Appointing party legal person (as it appears in the copy of the notice for participation in the meeting pursuant to Art. 83-*sexies* f Legislative Decree No. 58/1998).

⁴ Indicate legal title (e.g. pledgee, bearer, usufructuary, custodian, manager) by virtue of which the voting right has been assigned.

resident in _____ (_____) (city), in
_____(address),

eventually substituted

by Mr/Mrs (*delegated subject*):

first and last name _____,

tax code _____,

born in _____ (_____), on _____,

resident in _____ (_____) (city), in
_____(address),

TO REPRESENT HIM/HER AND TO VOTE

In reference to the **Ordinary and Extraordinary Shareholders' Meeting of Banca Farmafactoring** convened in Milan, Via Domenichino No. 5, at **11:00am on 28 March 2019 on a single call**, as set forth in the notice of the Shareholders' Meeting published on the website www.bffgroup.com on 25 February 2019, to discuss and resolve on the following agenda:

Ordinary session

1. Financial Statements as of December 31, 2018. Reports by the Board of Directors, the Board of Statutory Auditors and the Independent Auditors. Related resolutions. Presentation of the Consolidated Financial Statements of the Banca Farmafactoring Banking Group as of 31 December 2018.
2. Allocation of the net income of the fiscal year. Related resolutions.
3. Remuneration and Incentive Policies:
 - 3.1. Annual Report on Remuneration and approval of the first Section, pursuant to article 123-ter, paragraph 6, of Legislative Decree No. 58/1998.
 - 3.2. Criteria for determining the remuneration to be granted in case of early termination of the employment relation or early cessation of the office, including the limits set for such remuneration. Related resolutions.
 - 3.3. Proposal for amendment of the *Stock Option Plan of BFF Banking Group*. Related resolutions.
 - 3.4. Stock option plan for Group staff. Related resolutions.
4. Authorization to purchase and dispose of treasury shares subject to revocation, for the part not yet performed, of the authorization approved by the Shareholders' Meeting on 5 April 2018. Related resolutions.

Extraordinary session

1. Proposal to grant the outgoing Board of Directors the power to present a list of candidates for the office of Director and consequent modification of art. 15 of the Bylaws. Related resolutions.
2. Proposal for delegation to the Board of Directors, pursuant to art. 2443 of the Italian Civil Code, of the right to increase the share capital free of charge pursuant to art. 2349 of the Civil Code and consequent modification of art. 5 of the Bylaws. Related resolutions.
3. Proposal for a divisible paid capital increase, with the exclusion of the option right, pursuant to art. 2441, paragraphs 5 and 6 of the Italian Civil Code, subject to revocation of the resolution to increase the capital pursuant to art. 2441, paragraph 8, of the Italian Civil Code approved by the Extraordinary Shareholders' Meeting of 5 December 2016 and consequent modification of art. 5 of the Bylaws. Related resolutions.

with reference to

no. _____ ordinary shares Banca Farmafactoring S.p.A.

or

- all the ordinary shares Banca Farmafactoring S.p.A.
- all the ordinary shares Banca Farmafactoring S.p.A. for which the notice for participation in the meeting has been requested.

The undersigned declares to have read the information under Articles 13 and 14 of Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 and undertakes to share this information with third parties whose personal data communicated, relieving Banca Farmafactoring S.p.A. (the "Bank") of any responsibility connected with the processing of such personal data.

(Date)

(Signature)

*** * ***

A copy of this proxy form, together with the supporting documentation, shall be sent to the Bank by:

- **registered mail to Banca Farmafactoring S.p.A.**, Ref. "*Delega per assemblea del 28 marzo 2019*", Via Domenichino, No. 5, 20149 - Milan - Italy;
- **fax** to the number +39 02 49905269;
- **e-mail** to the address assemblea@pec.bancafarmafactoring.it.

Shareholders are invited to take into account of the provisions of art. 135-*decies* of Legislative Decree No. 58/1998 related to the conflict of interests of the representative and the substitutes.

The sending of such advance notification does not exempt the proxy from the obligation, during the accreditation process for admission to the proceedings, to prove that the notified copy conforms to the original and to prove the identity of the party issuing the proxy.

Please note the it is necessary to provide the Bank with the notice for participation in the meeting as per art. 83-*sexies* of Legislative Decree No. 58/1998.

For any further clarifications and information, please contact the following e-mail address: investor.relations@bffgroup.com.

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INFORMATION NOTICE PURSUANT TO ARTICLES 13 AND 14 OF REGULATION (EU) 2016/679

Pursuant to Articles 13 and 14 of Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of individuals with regard to the processing of Personal Data and on free movement of such data circulation of such data ("General Data Protection Regulation", hereinafter "GDPR" or "Regulation"). We inform you that Your Personal Data - collected by the Controller concerning the delegating party and the representative, the data of the latter supplied by the delegating party, - (together hereinafter "Data"), will be the subject, in compliance with and in compliance with the confidentiality obligations which guide the Bank's activities, the treatment as referred to in art. 4 of the Regulation. We would particularly like to inform you of the following.

1. Personal Data relating to the Data Controller and the Data Protection Officer

The Controller pursuant to the law is Banca Farmafactoring S.p.A. (the "Bank" or "BFF"), via Domenichino, 5, 20149, Milan.

The Representative of the Controller, in charge of representing the Company, pursuant to Regulation (EU) 2016/679 is the Chief Executive Officer of the Company, the Privacy Coordinators are the Head of B.U. ICT, the Head of B.U. Personnel and the Head of B.U. Corporate Affairs, domiciled for the performance of their duties at the Company's head office.

The Bank has also appointed a Data Protection Officer. You can reach it at the following e-mail address: DPO@bffgroup.com.

2. Purpose and legal basis of the Processing

The collection and processing of Personal Data are carried out in order to allow this Company in order to manage proceedings at the general meeting in compliance with the regulations in respect of personal data protection currently in force.

The legal basis of the Processing is represented by applicable law relating to joint-stock companies and exercising of shareholders rights.

Personal Data will be processed by authorized personnel in accordance with article 29 of EU Regulation 2016/679.

The processing of Personal Data for these purposes will take place with computer and manual methods, based on logical criteria compatible and functional to the purposes for which Personal Data were collected, in accordance with the rules of confidentiality and safety provided for by law and by internal company regulations.

The provision of personal data of the delegating party and the delegated subject is strictly necessary to guarantee the possibility of delegation. In the absence of such data it will not be possible to give access to any delegated subject.

3. Personal Data Categories

In order to comply with the purposes referred to in the previous point, the Company shall process the following categories of Personal Data related to:

Name, surname, address or any other element of personal identification;

Data of third parties (delegated subject).

4. Categories of recipients of personal data

Personal Data will be accessible for the above mentioned purposes, before, during and after the BFF shareholders' meeting, to the employees and collaborators of the Controller who are in charge of the processing, as well as the Bank.

5. Transfer of Personal Data to a third country

Your Personal Data will not be transferred abroad.

6. Storage Period

Personal Data will be kept for the time strictly necessary to achieve the objectives pursued and to comply with local regulation. Any further storage of Personal Data or part of Personal Data may be arranged to enforce or defend their rights in any possible location and, in particular, in judicial venues.

7. Rights of the Data Subject

The current legislation grants the Data Subject with a number of rights that we invite You to carefully consider. Among these, we remind You of the rights of:

1. Access to the following information:
 - a. purposes of the processing,
 - b. categories of Personal Data concerned,
 - c. recipients or categories of recipient to whom the Personal Data have been or will be disclosed, in particular recipients in third countries or international organizations,
 - d. existence of the Data Subject right to ask the controller to rectify or erase Personal Data or restrict the processing of Personal Data concerning him or her or object to such processing,
2. Rectification, by this meaning:
 - a. rectification of inaccurate Personal Data concerning him or her without justified delay,
 - b. supplement of incomplete Personal Data, including by means of providing a supplementary statement;
3. Erasure of Personal Data concerning him or her without undue delay, if:
 - a. the data are no longer necessary in relation to the purposes for which they were collected or otherwise processed,

- b. the Data Subject withdraws consent and there is no other legal ground for the processing,
 - c. You object to the processing and there are no overriding legitimate grounds for the processing,
 - d. the Personal Data have been unlawfully processed,
 - e. the Personal Data have to be erased for compliance with a legal obligation,
 - f. the Personal Data have been collected in relation to the offer of information society services;
4. Restriction of processing:
- a. if the accuracy of the Personal Data is contested, for a period enabling the controller to verify the accuracy of such Personal Data,
 - b. when the processing is unlawful and the Data Subject opposes the erasure of the Personal Data and requests the restriction of their use instead,
 - c. when the Personal Data are required by the Data Subject for the establishment, exercise or defense of legal claims, although the controller no longer needs them for the purposes of the processing,
 - d. if you object to processing by virtue of the right of opposition;
5. Receive notification in case of rectification or erasure of Personal Data or restriction of processing;
6. Data portability, i.e. the right to receive the Personal Data concerning him or her, in a structured, commonly used and machine-readable format and have the right to transmit those data to another controller, where:
- a. the processing is based on express consent of the Data Subject for one or more specific purposes or takes place due to a contract signed with the Data Subject and
 - b. the processing is carried out by automated means;
7. Objection at any time, on grounds relating to his or her particular situation, to processing of Personal Data concerning him or her.

You have the right to lodge a complaint with a supervisory authority if you believe that the rights listed herein have not been recognized to you.

To exercise the aforementioned rights, please contact the Controller by sending a registered letter to the address indicated or an email to the address dpo@bffgroup.com.

The interested party is requested to share this information with third parties whose data are communicated to the Bank.